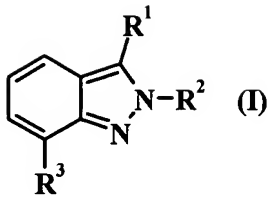
WHAT IS CLAIMED IS:

1. A compound of Formula **I**:



(I)

wherein:

R^1 is $-NR^aR^b$, $-CR^cR^dR^e$, CO_2R^a, or $-C(O)NR^aR^b$; or R^1 is hydrogen, cycloalkenyl, aryl, or heteroaryl, where each aryl or heteroaryl is optionally substituted with one or more substituents independently selected from C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, halogen, haloalkyl, cyano, nitro, $-C(O)NR^{a'}R^{b'}$, and $-NR^{a'}R^{b'}$, where $R^{a'}$ and $R^{b'}$ are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, and C_{1-9} alkylcarbonyl;

R^2 is hydrogen, C_{1-6} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylsulfonyl, aryl, or arylalkyl, wherein said aryl or arylalkyl is optionally substituted with one or more substituents independently selected from C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, and halogen;

R^3 is aryl or heteroaryl, each optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, aminosulfonyl, monoalkylaminosulfonyl, dialkylaminosulfonyl, halogen, haloalkyl, cyano, nitro, and $-NR^{a''}R^{b''}$, where $R^{a''}$ and $R^{b''}$ are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, and C_{1-9} alkylcarbonyl;

R^a and R^b are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{1-6} alkylthioalkyl, carboxyalkyl, acyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, di-C_{3-6} cycloalkylC_{1-3} alkyl, C_{1-6} heteroalkyl, aminoalkyl, aminocarbonylalkyl, cyanoalkyl, C_{5-8} heterocyclyl, heterocyclylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, phenylalkyl, diphenylalkyl, and C_{1-3} alkyl substituted with both a C_{3-6} cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, hydroxyalkyl, cyano, acylamino, alkylsulfonyl,

alkylsulfonyloxy, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl; or

R^a and R^b are taken together with the nitrogen to which they are attached form an heterocyclyl or heteroaryl ring selected from the group consisting of pyrrolidine, piperidine, homopiperidine, tetrahydropyridine, 1,2,3,4-tetrahydroquinoline, 1,2,3,4-tetrahydroisoquinoline, tetrahydropyrimidine, hexahydropyrimidine, pyrazolidine, piperazine, morpholine, imidazoline, pyrrole, pyrazole, and imidazole, where each of said rings is optionally substituted with one or more substituents selected from the group consisting of hydroxy, oxo, alkyl, hydroxyalkyl, alkoxy, alkoxyalkyl, aminoalkyl, acyl, acylamino, aminocarbonyl, aminocarbonylalkyl, aminocarbonylamino, aminosulfonyl, alkylsulfonylamino, aminosulfonylamino, and phenyl, wherein each of said phenyl groups is optionally substituted with one or more groups independently selected from C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl, or is contained in a pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl group;

R^c is hydrogen, hydroxy, C_{1-6} alkoxy, or $-NR^{a'''}R^{b'''}$;

R^d and R^e are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{1-6} alkylthioalkyl, heteroalkyl, heterocyclyl, heterocyclylalkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, di-C_{3-6} cycloalkyl-C_{1-3} alkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, phenylalkyl, diphenyl-C_{1-3}alkyl, and C_{1-3} alkyl substituted with both a C_{3-6} cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, and halogen; or

R^c and R^d are taken together to form a divalent group selected from C_{1-6} alkylidenyl, C_{1-6} heteroalkylidenyl, C_{3-6} cycloalkylidenyl, C_{3-6} cycloalkyl-alkylidenyl, C_{3-6} cycloalkyl-C_{1-3} alkyl-alkylidenyl, C_{3-6} heterocyclylidenyl, C_{3-6} heterocyclyl-C_{1-3} alkylidenyl, C_{3-6} heterocyclylalkyl-C_{1-3} alkylidenyl, aryl-C_{1-3} alkylidenyl, aryl-C_{1-3} alkyl-alkylidenyl, heteroaryl-C_{1-3} alkylidenyl, and heteroarylalkyl-C_{1-3} alkylidenyl, wherein each of said cycloalkyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, and halogen; or

R^d and R^e are taken together with the carbon to which they are attached to form a cycloalkyl or heterocyclyl ring;

$R^{a'''}$ and $R^{b'''}$ are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{1-6} alkylthioalkyl, carboxyalkyl, acyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, di-C_{3-6} cycloalkyl-C_{1-3} alkyl, C_{1-6} heteroalkyl, aminoalkyl, aminocarbonylalkyl, cyanoalkyl, C_{5-8} heterocyclyl, heterocyclylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, phenylalkyl, diphenyl-C_{1-3} alkyl, and C_{1-3} alkyl substituted with both a C_{3-6} cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, hydroxyalkyl, cyano, acylamino, alkylsulfonyl, alkylsulfonyloxy, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl; or

$R^{a'''}$ and $R^{b'''}$ are taken together with the nitrogen to which they are attached form an heterocyclyl or heteroaryl ring selected from the group consisting of pyrrolidine, piperidine, homopiperidine, tetrahydropyridine, 1,2,3,4-tetrahydroquinoline, 1,2,3,4-tetrahydroisoquinoline, tetrahydropyrimidine, hexahydropyrimidine, pyrazolidine, piperazine, morpholine, imidazoline, pyrrole, pyrazole, and imidazole, where each of said rings is optionally substituted with one or more substituents selected from the group consisting of hydroxy, oxo, alkyl, hydroxyalkyl, alkoxy, alkoxyalkyl, aminoalkyl, acyl, acylamino, aminocarbonyl, aminocarbonylalkyl, aminocarbonylamino, aminosulfonyl, alkylsulfonylamino, aminosulfonylamino, and phenyl, wherein each of said phenyl groups is optionally substituted with one or more groups independently selected from C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl, or is contained in a pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl group;

or individual isomers, racemic or non-racemic mixtures of isomers, or pharmaceutically acceptable salts thereof.

2. The compound of claim 1 wherein R^3 is optionally substituted phenyl.

3. The compound of claim 2, wherein R^3 is a di- or tri-substituted phenyl.

4. The compound of claim 3, wherein R^3 is a 2,4-disubstituted or 2,4,6-trisubstituted phenyl.

5. The compound of claim 4, wherein R^3 is a 2,4-disubstituted or 2,4,6-trisubstituted phenyl, and the substituents are each independently selected from the group consisting of C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6} alkylthio, halogen, haloalkyl, cyano, alkylamino, dialkylamino, and nitro.

6. The compound of claim 5, wherein R^2 is hydrogen, C_{1-6} alkyl, or C_{1-6} alkylcarbonyl.

7. The compound of claim 3, wherein R^1 is $-CR^cR^dR^e$ and R^c is hydroxy.

8. The compound of claim 7, wherein R^d and R^e are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, C_{1-6} alkoxyalkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl, where each of said aryl or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, and halogen.

9. The compound of claim 7, wherein R^d and R^e are each independently selected from the group consisting of C_{1-9} alkyl, C_{1-6} alkoxyalkyl, aryl, and heteroaryl, where each of said aryl or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, and halogen.

10. The compound of claim 9, wherein R^2 is C_{1-6} alkyl; and R^3 is a 2,4-disubstituted or 2,4,6-trisubstituted phenyl, and the substituents are each independently selected from the group consisting of C_{1-6} alkyl, C_{1-6} alkoxy, halogen, haloalkyl, cyano, and $-NR^{a"}R^{b"}$, where $R^{a"}$ and $R^{b"}$ are each independently selected from the group consisting of hydrogen and C_{1-9} alkyl.

11. The compound of claim 7, wherein R^d and R^e are taken together to form a cycloalkyl or heterocyclyl group.

12. The compound of claim 3, wherein R^1 is $-CR^cR^dR^e$; R^e is selected from the group consisting of C_{1-9} alkyl, C_{1-6} alkoxyalkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl, where each of said aryl or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, and halogen; and R^c and R^d are taken together to form a divalent group selected from C_{1-6} alkylidenyl, C_{1-6} heteroalkylidenyl, C_{3-6} cycloalkylidenyl, C_{3-6} cycloalkyl-alkylidenyl, C_{3-6} cycloalkyl-C_{1-3} alkyl-alkylidenyl, C_{3-6} heterocyclylidenyl, C_{3-6} heterocyclyl-C_{1-3} alkylidenyl, C_{3-6} heterocyclylalkyl-C_{1-3} alkylidenyl, aryl-C_{1-3} alkylidenyl, aryl-C_{1-3} alkyl-alkylidenyl, heteroaryl-C_{1-3} alkylidenyl, and heteroarylalkyl-C_{1-3} alkylidenyl, wherein each of said cycloalkyl, aryl, or heteroaryl groups is optionally substituted.

13. The compound of claim 12, wherein R^c and R^d are taken together to form a divalent group selected from C_{1-6} alkylidenyl, C_{3-6} cycloalkyl-alkylidenyl, aryl-C_{1-3} alkylidenyl, and heteroaryl-C_{1-3} alkylidenyl, wherein each of said aryl or heteroaryl groups is optionally substituted.

14. The compound of claim 3, wherein R^1 is $-CR^cR^dR^e$; R^e is selected from the group consisting of C_{1-9} alkyl, C_{1-6} alkoxyalkyl, and heteroaryl, where the heteroaryl is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, and halogen; and R^c and R^d are taken together to form a divalent group selected from C_{1-6} alkylidenyl, C_{3-6} cycloalkyl-alkylidenyl, C_{3-6} heterocyclyl-C_{1-3} alkylidenyl, aryl-C_{1-3} alkylidenyl, and heteroaryl-C_{1-3} alkylidenyl, wherein each of said aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from C_{1-6} alkyl, C_{1-6} alkoxy, amino, alkylamino, and dialkylamino.

15. The compound of claim 3, wherein R^1 is $-CR^cR^dR^e$ and R^c is hydrogen.

16. The compound of claim 15, wherein R^d and R^e are each independently selected from the group consisting of C_{1-9} alkyl, C_{1-6} alkoxyalkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl, where each of said aryl or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, and halogen.

17. The compound of claim 15, wherein R^d and R^e are each independently selected from the group consisting of C_{1-9} alkyl, C_{1-6} alkoxyalkyl, aryl, and heteroaryl, where each of said aryl or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, and halogen; R^2 is C_{1-6} alkyl; and R^3 is a 2,4-disubstituted or 2,4,6-trisubstituted phenyl, and the substituents are independently selected from the group consisting of C_{1-6} alkyl, C_{1-6} alkoxy, halogen, haloalkyl, cyano, and $-NR^{a''}R^{b''}$, where $R^{a''}$ and $R^{b''}$ are each independently selected from the group consisting of hydrogen and C_{1-9} alkyl.

18. The compound of claim 3, wherein R^1 is $-NR^aR^b$; $-C(O)NR^aR^b$; or $-CR^cR^dR^e$, where R^c is $-NR^{a'''}R^{b'''}$ and R^d and R^e are each independently selected from the group consisting of hydrogen and C_{1-9} alkyl.

19. The compound of claim 18, wherein R^a, R^b, $R^{a'''}$, and $R^{b'''}$ are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, heterocyclylalkyl, optionally substituted arylalkyl, and optionally substituted heteroarylalkyl.

20. The compound of claim 18, wherein R^a and R^b, or $R^{a'''}$ and $R^{b'''}$, are taken together with the nitrogen to which they are attached form an heterocyclyl ring selected from the group consisting of pyrrolidine, piperidine, homopiperidine, tetrahydropyridine, 1,2,3,4-tetrahydroquinoline, 1,2,3,4-tetrahydroisoquinoline, tetrahydropyrimidine, hexahydropyrimidine, pyrazolidine, piperazine, morpholine, and imidazoline, where each of said rings is optionally substituted with one or more substituents independently selected from the group consisting of hydroxy, oxo, alkyl, aminoalkyl, acyl, acylamino, aminocarbonyl, aminocarbonylalkyl, and aminocarbonylamino, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl, or is contained in a pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl group.

21. The compound of claim 3, wherein

R^1 is $-NR^aR^b$;

R^a is selected from the group consisting of hydrogen, C_{1-9} alkyl, and C_{1-6} alkoxyalkyl; and,

R^b is selected from the group consisting of C_{1-9} alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, heterocyclylalkyl, arylalkyl, and heteroarylalkyl, wherein each of said aryl or heteroaryl groups is optionally substituted.

22. The compound of claim 21, wherein R^2 is C_{1-6} alkyl; and R3 is a 2,4-disubstituted or 2,4,6-trisubstituted phenyl, and the substituents are independently selected from the group consisting of C_{1-6} alkyl, C_{1-6} alkoxy, halogen, haloalkyl, cyano, and $-NR^{a''}R^{b''}$, where $R^{a''}$ and $R^{b''}$ are each independently selected from the group consisting of hydrogen and C_{1-9} alkyl.

23. The compound of claim 3 wherein

R^1 is $-CR^cR^dR^e$;

R^c is $-NR^{a'''}R^{b'''}$;

R^d and R^e are each independently selected from the group consisting of hydrogen and C_{1-9} alkyl;

$R^{a'''}$ is selected from the group consisting of hydrogen, C_{1-9} alkyl, and C_{1-6} alkoxyalkyl; and,

$R^{b'''}$ is selected from the group consisting of C_{1-9} alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, heterocyclylalkyl, arylalkyl, and heteroarylalkyl, wherein each of said aryl or heteroaryl groups is optionally substituted.

24. The compound of claim 23, wherein R^2 is C_{1-6} alkyl; and R^3 is a 2,4-disubstituted or 2,4,6-trisubstituted phenyl, and the substituents are independently selected from the

group consisting of C_{1-6} alkyl, C_{1-6} alkoxy, halogen, haloalkyl, cyano, and $-NR^{a"}R^{b"}$, where $R^{a"}$ and $R^{b"}$ are each independently selected from the group consisting of hydrogen and C_{1-9} alkyl.

25. The compound of claim 3, wherein R^1 is aryl or heteroaryl, where said aryl or heteroaryl is optionally substituted with one or more substituents independently selected from C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, halogen, haloalkyl, cyano, nitro, and $-NR^{a'}R^{b'}$, where $R^{a'}$ and $R^{b'}$ are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, and C_{1-9} alkylcarbonyl.

26. The compound of claim 25, where said aryl or heteroaryl is optionally substituted with one or more substituents independently selected from C_{1-6} alkyl, C_{1-6} alkoxy, halogen, haloalkyl, cyano, and $-NR^{a'}R^{b'}$, where $R^{a'}$ and $R^{b'}$ are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, and C_{1-9} alkylcarbonyl.

27. The compound of claim 1 wherein R^3 is an optionally substituted pyridinyl.

28. The compound of claim 1, wherein R^3 is a di- or tri-substituted pyridinyl.

29. The compound of claim 27, wherein R^1 is $-CR^cR^dR^e$ and R^c is hydroxy.

30. The compound of claim 29, wherein R^d and R^e are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, C_{1-6} alkoxyalkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl, where each of said aryl or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, and halogen.

31. The compound of claim 30, wherein R^d and R^e are each independently selected from the group consisting of C_{1-9} alkyl, C_{1-6} alkoxyalkyl, aryl, and heteroaryl, where each of said aryl or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, and halogen.

32. The compound of claim 29, wherein R^d and R^e are taken together to form a cycloalkyl or heterocyclyl group.

33. The compound of claim 27, wherein R^1 is $-CR^cR^dR^e$; R^e is selected from the group consisting of C_{1-9} alkyl, C_{1-6} alkoxyalkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl, where each of said aryl or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, and halogen; and R^c and R^d are taken together to form a divalent group selected from C_{1-6} alkylidenyl, C_{1-6} heteroalkylidenyl, C_{3-6} cycloalkylidenyl, C_{3-6} cycloalkyl-alkylidenyl, C_{3-6} cycloalkyl-C_{1-3}

alkyl-alkylidenyl, C_{3-6} heterocyclylidenyl, C_{3-6} heterocyclyl-C_{1-3} alkylidenyl, C_{3-6} heterocyclylalkyl-C_{1-3} alkylidenyl, aryl-C_{1-3} alkylidenyl, aryl-C_{1-3} alkyl-alkylidenyl, heteroaryl-C_{1-3} alkylidenyl, and heteroarylalkyl-C_{1-3} alkylidenyl, wherein each of said cycloalkyl, aryl, or heteroaryl groups is optionally substituted.

34. The compound of claim 33, wherein R^c and R^d are taken together to form a divalent group selected from C_{1-6} alkylidenyl, C_{3-6} cycloalkyl-alkylidenyl, aryl-C_{1-3} alkylidenyl, and heteroaryl-C_{1-3} alkylidenyl.

35. The compound of claim 33, wherein R^1 is $-CR^cR^dR^e$; R^e is selected from the group consisting of C_{1-9} alkyl, C_{1-6} alkoxyalkyl, and heteroaryl, where the heteroaryl is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6}alkyl, haloalkyl, C_{1-6} alkoxy, and halogen; and R^c and R^d are taken together to form a divalent group selected from C_{1-6} alkylidenyl, C_{3-6} cycloalkyl-alkylidenyl, C_{3-6} heterocyclyl-C_{1-3} alkylidenyl, aryl-C_{1-3} alkylidenyl, and heteroaryl-C_{1-3} alkylidenyl, wherein each of said aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from C_{1-6} alkyl, C_{1-6} alkoxy, amino, alkylamino, and dialkylamino.

36. The compound of claim 27, wherein R^1 is $-CR^cR^dR^e$ and R^c is hydrogen.

37. The compound of claim 36, wherein R^d and R^e are each independently selected from the group consisting of C_{1-9} alkyl, C_{1-6} alkoxyalkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl, where each of said aryl or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, and halogen.

38. The compound of claim 27, wherein R^1 is $-NR^aR^b$; $-C(O)NR^aR^b$; or $-CR^cR^dR^e$, where R^c is $-NR^{a'''}R^{b'''}$; and, R^d and R^e are each independently selected from the group consisting of hydrogen and C_{1-9}alkyl.

39. The compound of claim 38, wherein R^a, R^b, $R^{a'''}$, and $R^{b'''}$ are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, heterocyclylalkyl, arylalkyl, and heteroarylalkyl.

40. The compound of claim 38, wherein R^a and R^b, or $R^{a'''}$ and $R^{b'''}$, are taken together with the nitrogen to which they are attached form an heterocyclyl ring selected from the group consisting of pyrrolidine, piperidine, homopiperidine, tetrahydropyridine, 1,2,3,4-tetrahydroquinoline, 1,2,3,4-tetrahydroisoquinoline, tetrahydropyrimidine, hexahydropyrimidine, pyrazolidine, piperazine, morpholine, and imidazoline, where each of said rings is optionally substituted with one or more substituents independently

selected from the group consisting of hydroxy, oxo, alkyl, aminoalkyl, acyl, acylamino, aminocarbonyl, aminocarbonylalkyl, and aminocarbonylamino, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl, or is contained in a pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl group.

41. The compound of claim 27, wherein R^1 is $-NR^aR^b$;

R^a is selected from the group consisting of hydrogen, C_{1-9} alkyl, and C_{1-6} alkoxyalkyl; and

R^b is selected from the group consisting of C_{1-9} alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, heterocyclylalkyl, arylalkyl, and heteroarylalkyl.

42. The compound of claim 27 wherein

R^1 is $-CR^cR^dR^e$;

R^c is $-NR^{a'''}R^{b'''}$;

R^d and R^e are each independently selected from the group consisting of hydrogen and C_{1-9} alkyl;

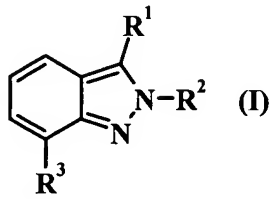
$R^{a'''}$ is selected from the group consisting of hydrogen, C_{1-9} alkyl, and C_{1-6} alkoxyalkyl; and

$R^{b'''}$ is selected from the group consisting of C_{1-9} alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, heterocyclylalkyl, arylalkyl, and heteroarylalkyl, wherein each of said aryl or heteroaryl groups is optionally substituted.

43. The compound of claim 27, wherein R^1 is aryl or heteroaryl where said aryl or heteroaryl is optionally substituted.

44. The compound of claim 43, where said aryl or heteroaryl is optionally substituted with one or more substituents independently selected from C_{1-6} alkyl, C_{1-6} alkoxy, halogen, haloalkyl, cyano, and $-NR^{a'}R^{b'}$, where $R^{a'}$ and $R^{b'}$ are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, and C_{1-9} alkylcarbonyl.

45. A pharmaceutical composition comprising a therapeutically effective amount of at least one compound of formula **I**



(I)

wherein:

R^1 is $-NR^aR^b$, $-CR^cR^dR^e$, CO_2R^a, or $-C(O)NR^aR^b$; or R^1 is hydrogen, cycloalkenyl, aryl, or heteroaryl, where each aryl or heteroaryl is optionally substituted with one or more substituents independently selected from C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, halogen, haloalkyl, cyano, nitro, $-C(O)NR^{a'}R^{b'}$, and $-NR^{a'}R^{b'}$, where $R^{a'}$ and $R^{b'}$ are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, and C_{1-9} alkylcarbonyl;

R^2 is hydrogen, C_{1-6} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylsulfonyl, aryl, or arylalkyl, wherein said aryl or arylalkyl is optionally substituted with one or more substituents independently selected from C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, and halogen;

R^3 is aryl or heteroaryl, each optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, aminosulfonyl, monoalkylaminosulfonyl, dialkylaminosulfonyl, halogen, haloalkyl, cyano, nitro, and $-NR^{a''}R^{b''}$, where $R^{a''}$ and $R^{b''}$ are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, and C_{1-9} alkylcarbonyl;

R^a and R^b are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{1-6} alkylthioalkyl, carboxyalkyl, acyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, di-C_{3-6} cycloalkylC_{1-3} alkyl, C_{1-6} heteroalkyl, aminoalkyl, aminocarbonylalkyl, cyanoalkyl, C_{5-8} heterocyclyl, heterocyclylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, phenylalkyl, diphenylalkyl, and C_{1-3} alkyl substituted with both a C_{3-6} cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, hydroxyalkyl, cyano, acylamino, alkylsulfonyl, alkylsulfonyloxy, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl; or

R^a and R^b are taken together with the nitrogen to which they are attached form an heterocyclyl or heteroaryl ring selected from the group consisting of pyrrolidine, piperidine, homopiperidine, tetrahydropyridine, 1,2,3,4-tetrahydroquinoline, 1,2,3,4-tetrahydroisoquinoline, tetrahydropyrimidine, hexahydropyrimidine, pyrazolidine, piperazine, morpholine, imidazoline, pyrrole, pyrazole, and imidazole, where each of said

rings is optionally substituted with one or more substituents selected from the group consisting of hydroxy, oxo, alkyl, hydroxyalkyl, alkoxy, alkoxyalkyl, aminoalkyl, acyl, acylamino, aminocarbonyl, aminocarbonylalkyl, aminocarbonylamino, aminosulfonyl, alkylsulfonylamino, aminosulfonylamino, and phenyl, wherein each of said phenyl groups is optionally substituted with one or more groups independently selected from C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl, or is contained in a pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl group;

R^c is hydrogen, hydroxy, C_{1-6} alkoxy, or $-NR^{a'''}R^{b'''}$;

R^d and R^e are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{1-6} alkylthioalkyl, heteroalkyl, heterocyclyl, heterocyclylalkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, di-C_{3-6} cycloalkyl-C_{1-3} alkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, phenylalkyl, diphenyl-C_{1-3}alkyl, and C_{1-3} alkyl substituted with both a C_{3-6} cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, and halogen; or

R^c and R^d are taken together to form a divalent group selected from C_{1-6} alkylidenyl, C_{1-6} heteroalkylidenyl, C_{3-6} cycloalkylidenyl, C_{3-6} cycloalkyl-alkylidenyl, C_{3-6} cycloalkyl-C_{1-3} alkyl-alkylidenyl, C_{3-6} heterocyclylidenyl, C_{3-6} heterocyclyl-C_{1-3} alkylidenyl, C_{3-6} heterocyclylalkyl-C_{1-3} alkylidenyl, aryl-C_{1-3} alkylidenyl, aryl-C_{1-3}alkyl-alkylidenyl, heteroaryl-C_{1-3}alkylidenyl, and heteroarylalkyl-C_{1-3} alkylidenyl, wherein each of said cycloalkyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, and halogen; or

R^d and R^e are taken together with the carbon to which they are attached to form a cycloalkyl or heterocyclyl ring;

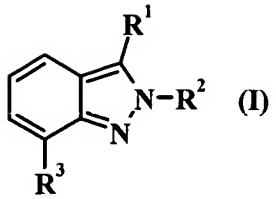
$R^{a'''}$ and $R^{b'''}$ are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{1-6} alkylthioalkyl, carboxyalkyl, acyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, di-C_{3-6} cycloalkyl-C_{1-3} alkyl,

C_{1-6} heteroalkyl, aminoalkyl, aminocarbonylalkyl, cyanoalkyl, C_{5-8} heterocyclyl, heterocyclylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, phenylalkyl, diphenyl-C_{1-3} alkyl, and C_{1-3} alkyl substituted with both a C_{3-6} cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, hydroxyalkyl, cyano, acylamino, alkylsulfonyl, alkylsulfonyloxy, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl; or

$R^{a'''}$ and $R^{b'''}$ are taken together with the nitrogen to which they are attached form an heterocyclyl or heteroaryl ring selected from the group consisting of pyrrolidine, piperidine, homopiperidine, tetrahydropyridine, 1,2,3,4-tetrahydroquinoline, 1,2,3,4-tetrahydroisoquinoline, tetrahydropyrimidine, hexahydropyrimidine, pyrazolidine, piperazine, morpholine, imidazoline, pyrrole, pyrazole, and imidazole, where each of said rings is optionally substituted with one or more substituents selected from the group consisting of hydroxy, oxo, alkyl, hydroxyalkyl, alkoxy, alkoxyalkyl, aminoalkyl, acyl, acylamino, aminocarbonyl, aminocarbonylalkyl, aminocarbonylamino, aminosulfonyl, alkylsulfonylamino, aminosulfonylamino, and phenyl, wherein each of said phenyl groups is optionally substituted with one or more groups independently selected from C_{1-6}alkyl, haloalkyl, C_{1-6}alkoxy, amino, alkylamino, dialkylamino, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl, or is contained in a pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl group;

or individual isomers, racemic or non-racemic mixtures of isomers, or pharmaceutically acceptable salts thereof; in admixture with at least one pharmaceutically acceptable carrier.

46. A method for treating a subject having a disease state that is alleviated by treatment with a CRF receptor antagonist, which comprises administering to such a subject a therapeutically effective amount of a compound of formula **I**



(I)

wherein:

R^1 is $-NR^aR^b$, $-CR^cR^dR^e$, CO_2R^a, or $-C(O)NR^aR^b$; or R^1 is hydrogen, cycloalkenyl, aryl, or heteroaryl, where each aryl or heteroaryl is optionally substituted with one or more substituents independently selected from C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, halogen, haloalkyl, cyano, nitro, $-C(O)NR^{a'}R^{b'}$, and $-NR^{a'}R^{b'}$, where $R^{a'}$ and $R^{b'}$ are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, and C_{1-9}a lkylcarbonyl;

R^2 is hydrogen, C_{1-6} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylsulfonyl, aryl, or arylalkyl, wherein said aryl or arylalkyl is optionally substituted with one or more substituents independently selected from C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, and halogen;

R^3 is aryl or heteroaryl, each optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, aminosulfonyl, monoalkylaminosulfonyl, dialkylaminosulfonyl, halogen, haloalkyl, cyano, nitro, and $-NR^{a''}R^{b''}$, where $R^{a''}$ and $R^{b''}$ are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, and C_{1-9} alkylcarbonyl;

R^a and R^b are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{1-6} alkylthioalkyl, carboxyalkyl, acyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, di-C_{3-6} cycloalkylC_{1-3} alkyl, C_{1-6} heteroalkyl, aminoalkyl, aminocarbonylalkyl, cyanoalkyl, C_{5-8} heterocyclyl, heterocyclylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, phenylalkyl, diphenylalkyl, and C_{1-3} alkyl substituted with both a C_{3-6} cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, hydroxyalkyl, cyano, acylamino, alkylsulfonyl, alkylsulfonyloxy, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl; or

R^a and R^b are taken together with the nitrogen to which they are attached form an heterocyclyl or heteroaryl ring selected from the group consisting of pyrrolidine, piperidine,

homopiperidine, tetrahydropyridine, 1,2,3,4-tetrahydroquinoline, 1,2,3,4-tetrahydroisoquinoline, tetrahydropyrimidine, hexahydropyrimidine, pyrazolidine, piperazine, morpholine, imidazoline, pyrrole, pyrazole, and imidazole, where each of said rings is optionally substituted with one or more substituents selected from the group consisting of hydroxy, oxo, alkyl, hydroxyalkyl, alkoxy, alkoxyalkyl, aminoalkyl, acyl, acylamino, aminocarbonyl, aminocarbonylalkyl, aminocarbonylamino, aminosulfonyl, alkylsulfonylamino, aminosulfonylamino, and phenyl, wherein each of said phenyl groups is optionally substituted with one or more groups independently selected from C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl, or is contained in a pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl group;

R^c is hydrogen, hydroxy, C_{1-6} alkoxy, or $-NR^{a'''}R^{b'''}$;

R^d and R^e are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{1-6} alkylthioalkyl, heteroalkyl, heterocyclyl, heterocyclylalkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, di-C_{3-6} cycloalkyl-C_{1-3} alkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, phenylalkyl, diphenyl-C_{1-3}alkyl, and C_{1-3} alkyl substituted with both a C_{3-6} cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, and halogen; or

R^c and R^d are taken together to form a divalent group selected from C_{1-6} alkylidenyl, C_{1-6} heteroalkylidenyl, C_{3-6} cycloalkylidenyl, C_{3-6} cycloalkyl-alkylidenyl, C_{3-6} cycloalkyl-C_{1-3} alkyl-alkylidenyl, C_{3-6} heterocyclylidenyl, C_{3-6} heterocyclyl-C_{1-3} alkylidenyl, C_{3-6} heterocyclylalkyl-C_{1-3} alkylidenyl, aryl-C_{1-3} alkylidenyl, aryl-C_{1-3}alkyl-alkylidenyl, heteroaryl-C_{1-3}alkylidenyl, and heteroarylalkyl-C_{1-3} alkylidenyl, wherein each of said cycloalkyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, and halogen; or

R^d and R^e are taken together with the carbon to which they are attached to form a cycloalkyl or heterocyclyl ring;

$R^{a'''}$ and $R^{b'''}$ are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{1-6} alkylthioalkyl, carboxyalkyl, acyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, di-C_{3-6} cycloalkyl-C_{1-3} alkyl, C_{1-6} heteroalkyl, aminoalkyl, aminocarbonylalkyl, cyanoalkyl, C_{5-8} heterocyclyl, heterocyclylalkyl, aryl, arylalkyl,

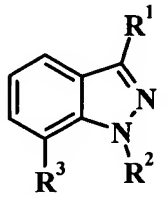
heteroaryl, heteroarylalkyl, phenylalkyl, diphenyl-C_{1-3} alkyl, and C_{1-3} alkyl substituted with both a C_{3-6} cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, hydroxyalkyl, cyano, acylamino, alkylsulfonyl, alkylsulfonyloxy, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl; or

$R^{a'''}$ and $R^{b'''}$ are taken together with the nitrogen to which they are attached form an heterocyclyl or heteroaryl ring selected from the group consisting of pyrrolidine, piperidine, homopiperidine, tetrahydropyridine, 1,2,3,4-tetrahydroquinoline, 1,2,3,4-tetrahydroisoquinoline, tetrahydropyrimidine, hexahydropyrimidine, pyrazolidine, piperazine, morpholine, imidazoline, pyrrole, pyrazole, and imidazole, where each of said rings is optionally substituted with one or more substituents selected from the group consisting of hydroxy, oxo, alkyl, hydroxyalkyl, alkoxy, alkoxyalkyl, aminoalkyl, acyl, acylamino, aminocarbonyl, aminocarbonylalkyl, aminocarbonylamino, aminosulfonyl, alkylsulfonylamino, aminosulfonylamino, and phenyl, wherein each of said phenyl groups is optionally substituted with one or more groups independently selected from C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl, or is contained in a pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl group;

or individual isomers, racemic or non-racemic mixtures of isomers, or pharmaceutically acceptable salts thereof.

47. The method of claim 46, wherein the disease state is selected from the group consisting of phobias, stress-related illnesses, mood disorders, eating disorders, generalized anxiety disorders, stress-induced gastrointestinal dysfunctions, neurodegenerative diseases, and neuropsychiatric disorders.

48. A compound of Formula **II**



(II)

wherein:

R^1 is $-NR^aR^b$, $-CR^cR^dR^e$, CO_2R^a; or, R^1 is hydrogen, cycloalkenyl, aryl, or heteroaryl, where each aryl or heteroaryl is optionally substituted with one or more substituents independently selected from C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, halogen, haloalkyl, cyano, nitro, $-C(O)NR^{a'}R^{b'}$, and $-NR^{a'}R^{b'}$, where $R^{a'}$ and $R^{b'}$ are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, and C_{1-9} alkylcarbonyl;

R^2 is hydrogen, C_{1-6} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, C_{1-6} alkylcarbonyl, C_{1-6} alkylsulfonyl, aryl, or arylalkyl, wherein said aryl or arylalkyl is optionally substituted with one or more substituents independently selected from C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, and halogen;

R^3 is aryl or heteroaryl, each optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6} alkylthio, C_{1-6} alkylsulfonyl, aminosulfonyl, monoalkylaminosulfonyl, dialkylaminosulfonyl, halogen, haloalkyl, cyano, nitro, and $-NR^{a''}R^{b''}$, where $R^{a''}$ and $R^{b''}$ are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, and C_{1-9} alkylcarbonyl;

R^a and R^b are each independently selected from the group consisting of hydrogen, C_{1-9}alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{1-6} alkylthioalkyl, carboxyalkyl, acyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, di-C_{3-6} cycloalkylC_{1-3} alkyl, C_{1-6} heteroalkyl, aminoalkyl, aminocarbonylalkyl, cyanoalkyl, C_{5-8} heterocyclyl, heterocyclylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, phenylalkyl, diphenylalkyl, and C_{1-3} alkyl substituted with both a C_{3-6} cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, hydroxyalkyl, cyano, acylamino, alkylsulfonyl, alkylsulfonyloxy, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl; or

R^a and R^b are taken together with the nitrogen to which they are attached form an heterocyclyl or heteroaryl ring selected from the group consisting of pyrrolidine, piperidine, homopiperidine, tetrahydropyridine, 1,2,3,4-tetrahydroquinoline, 1,2,3,4-tetrahydroisoquinoline, tetrahydropyrimidine, hexahydropyrimidine, pyrazolidine, piperazine, morpholine, imidazoline, pyrrole, pyrazole, and imidazole, where each of said rings is optionally substituted with one or more

substituents selected from the group consisting of hydroxy, oxo, alkyl, hydroxyalkyl, alkoxy, alkoxyalkyl, aminoalkyl, acyl, acylamino, aminocarbonyl, aminocarbonylalkyl, aminocarbonylamino, aminosulfonyl, alkylsulfonylamino, aminosulfonylamino, and phenyl, wherein each of said phenyl groups is optionally substituted with one or more groups independently selected from C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl, or is contained in a pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl group;

R^c is hydrogen, hydroxy, C_{1-6} alkoxy, or $-NR^{a'''}R^{b'''}$;

R^d and R^e are each independently selected from the group consisting of hydrogen, C_{1-9}alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{1-6} alkylthioalkyl, heteroalkyl, heterocyclyl, heterocyclylalkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, di-C_{3-6} cycloalkyl-C_{1-3} alkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, phenylalkyl, diphenyl-C_{1-3} alkyl, and C_{1-3} alkyl substituted with both a C_{3-6} cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, and halogen; or

R^c and R^d are taken together to form a divalent group selected from C_{1-6} alkylidenyl, C_{1-6} heteroalkylidenyl, C_{3-6} cycloalkylidenyl, C_{3-6} cycloalkyl-alkylidenyl, C_{3-6} cycloalkyl-C_{1-3} alkyl-alkylidenyl, C_{3-6} heterocyclylidenyl, C_{3-6} heterocyclyl-C_{1-3} alkylidenyl, C_{3-6} heterocyclylalkyl-C_{1-3} alkylidenyl, aryl-C_{1-3} alkylidenyl, aryl-C_{1-3} alkyl-alkylidenyl, heteroaryl-C_{1-3} alkylidenyl, and heteroarylalkyl-C_{1-3} alkylidenyl, wherein each of said cycloalkyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, and halogen; or

R^d and R^e are taken together with the carbon to which they are attached to form a cycloalkyl or heterocyclyl ring;

$R^{a'''}$ and $R^{b'''}$ are each independently selected from the group consisting of hydrogen, C_{1-9} alkyl, hydroxyalkyl, C_{1-6} alkoxyalkyl, C_{1-6} alkylthioalkyl, carboxyalkyl, acyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl-C_{1-3} alkyl, di-C_{3-6} cycloalkyl-C_{1-3} alkyl, C_{1-6} heteroalkyl, aminoalkyl, aminocarbonylalkyl, cyanoalkyl, C_{5-8} heterocyclyl,

heterocyclylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, phenylalkyl, diphenyl-C_{1-3} alkyl, and C_{1-3} alkyl substituted with both a C_{3-6} cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, hydroxyalkyl, cyano, acylamino, alkylsulfonyl, alkylsulfonyloxy, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl; or

$R^{a'''}$ and $R^{b'''}$ are taken together with the nitrogen to which they are attached form an heterocyclyl or heteroaryl ring selected from the group consisting of pyrrolidine, piperidine, homopiperidine, tetrahydropyridine, 1,2,3,4-tetrahydroquinoline, 1,2,3,4-tetrahydroisoquinoline, tetrahydropyrimidine, hexahydropyrimidine, pyrazolidine, piperazine, morpholine, imidazoline, pyrrole, pyrazole, and imidazole, where each of said rings is optionally substituted with one or more substituents selected from the group consisting of hydroxy, oxo, alkyl, hydroxyalkyl, alkoxy, alkoxyalkyl, aminoalkyl, acyl, acylamino, aminocarbonyl, aminocarbonylalkyl, aminocarbonylamino, aminosulfonyl, alkylsulfonylamino, aminosulfonylamino, and phenyl, wherein each of said phenyl groups is optionally substituted with one or more groups independently selected from C_{1-6} alkyl, haloalkyl, C_{1-6} alkoxy, amino, alkylamino, dialkylamino, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl, or is contained in a pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl group; or,

individual isomers, racemic or non-racemic mixtures of isomers, or pharmaceutically acceptable salts thereof;

with the proviso that if R^1 is $-CR^cR^dR^e$, R^2 is hydrogen or alkyl, R^3 is a 5- or 6-membered heteroaromatic ring, and

(i) R^c is hydrogen and one of R^d and R^e is hydrogen or alkyl, then the other of R^d and R^e is other than hydrogen or alkyl if the number of carbon atoms in R^d and R^e together are zero to three; or,

(ii) R^c is hydrogen and one of R^d and R^e is hydrogen or alkyl, then the other of R^d and R^e is other than alkoxy, alkoxyalkyl, heterocyclyl, heterocyclylalkyl, or heteroalkyl; or,

(iii) R^c is $NR^{a'''}R^{b'''}$ and one of $R^{a'''}$ and $R^{b'''}$ is hydrogen or C_{1-3} alkyl, then the other of $R^{a'''}$ and $R^{b'''}$ is other than hydrogen or C_{1-3} alkyl.

* * * * * * *